

ARTICLES OF ASSOCIATION  
AND  
BY-LAWS  
OF  
**California Grain Growers Association**



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**INCORPORATED MARCH 19, 1902.**

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1902.





ARTICLES OF ASSOCIATION  
OF  
**California Grain Growers Association.**

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**Know all Men by These Presents:**

That we, the undersigned, being citizens and residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming an Association under and by virtue of the laws of the State of California, and particularly in pursuance of the provisions of an Act of the Legislature of said State, entitled "An Act to Provide for Incorporation, Operation and Management of Co-operative Associations," approved March 27, 1895; and in that behalf we do hereby certify:

**I.**

That the name of the Association is **California Grain Growers Association.**

**II.**

That the purposes for which said Association is formed are to buy, sell, store, ship, market and otherwise dispose of grain, and to act as the agent and factor in the handling and disposition of the same for individuals, corporations, Associations and co-partnerships in every manner;

To do a shipping, transportation and carrying business;

To seek and encourage markets for grain;

To buy, own, sell, rent, lease, and mortgage any and all kinds of real and personal property, rights and franchises;

To buy, own, sell, construct, build, charter, hire, rent, lease and operate boats and any and all other means of transportation, landings, wharves, warehouses, depots and other buildings;

To borrow and loan money and receive and give any and all evidences of debt therefor, and any and all kinds of security therefor; to establish and maintain a uniform and correct system of grading grain, and in general to do, perform and take any and all steps and proceedings necessary and proper to fully carry out each and all the provisions of this article according to the true meaning and intent thereof, and to the same purpose and extent as a natural person.

### III.

That the place where the principal business of said Association is to be transacted is the City and County of San Francisco, State of California.

### IV.

That the term for which said Association is to exist is fifty (50) years from and after the date of these articles.

### V.

That the number of its Directors shall be eleven, and that the names and residences of those selected for the first year are as follows, to wit:

M. DIGGS, res. Woodland, Cal.

P. R. GARNETT, res. Willows, Cal.

JESSE POUNDSTONE, res. Grimes, Cal.

V. P. RICHARDS, res. Gridley, Cal.

B. F. WALTON, res. Yuba City, Cal.

DAVID REESE, res. Sacramento, Cal.

H. C. McCABE, res. Berkeley, Cal.

L. H. APPLGATE, res. Merced, Cal.

J. F. DAULTON, res. Madera, Cal.

J. S. WOOTTEN, res. Modesto, Cal.

GEO. W. PIERCE, res. Davisville, Cal.

VI.

That the amount which each member of said Association is to pay upon admission, as membership fee, is the sum of Five Dollars (\$5), and that each member signing these articles of Association has actually paid in such sum of money, to wit: Five Dollars (\$5), and that the interest and right of each member therein is to be equal.

In Witness Whereof, we have hereunto set our hands this 18th day of March, 1902.

M. DIGGS. (Seal.)

P. R. GARNETT. (Seal.)

JESSE POUNDSTONE. (Seal.)

V. P. RICHARDS. (Seal.)

B. F. WALTON. (Seal.)

DAVID REESE. (Seal.)

H. C. McCABE. (Seal.)

L. H. APPLGATE. (Seal.)

J. F. DAULTON. (Seal.)

J. S. WOOTTEN. (Seal.)

GEO. W. PIERCE. (Seal.)

State of California, County of Sacramento—ss.

On this 18th day of March, A. D. 1902, before me, Wm. S. Howe, a Notary Public in and for the said County of Sacramento, State of California, personally appeared P. R. Garnett, Jesse Poundstone, V. P. Richards, B. F. Walton, David Reese, M. Diggs, H. C. McCabe, L. H. Applegate, J. F. Daulton, J. S. Wootten and Geo. W. Pierce, known to me to be the persons described in and whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

(Notary Seal.)

WM. S. HOWE,

Notary Public in and for the County of Sacramento,  
State of California.



BY-LAWS  
OF  
**California Grain Growers Association.**

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The name of the Association shall be **California Grain Growers Association.**

**ARTICLE I.**

**Corporate Powers.**

The corporate powers of this Association shall be vested in a Board of eleven Directors, who shall be members of the Association, each holding a certificate of membership as shown by the books of the Association. Six Directors shall constitute a quorum for the transaction of business, and the affirmative vote of six Directors shall be necessary for the exercise of the powers of such Board of Directors.

**ARTICLE II.**

**Election of Directors.**

The Directors shall be elected by ballot at the annual meeting of the Members, to serve for one year and until their successors are elected. Their term of office shall begin immediately after election. If any Director should cease at any time, in pursuance of the provisions of these by-laws, to be a member of the Association, the Directors remaining may, by resolution, declare the position of such Director vacant, thereupon the position of such Director shall become vacant, and shall be filled in accordance with these by-laws.

### ARTICLE III.

#### Vacancies and Removals.

Vacancies in the Board of Directors shall be filled at any meeting of the Board by the other Directors in office, and such Directors so appointed shall hold office until the next meeting of the members, and until their successors are elected by the members. In the event, that at any time, the members should be dissatisfied with any of the Directors serving, the President of the Association shall, upon petition signed by not less than one hundred members of the Association, call a special meeting of the members of the Association for the purpose of determining whether the position of such Director, or Directors, shall be declared vacant, and for the election of another Director, or Directors, in lieu thereof. Said special meeting shall be called in pursuance of the provisions of these by-laws, and if at any such meeting so held, a majority of the members of the Association shall elect to declare the position of any Director, or Directors, vacant, they shall thereupon elect a Director, or Directors, to fill any such vacancy.

The President and First Vice-President shall hold office until their successors are elected.

### ARTICLE IV.

#### Powers of Directors.

The Directors shall have power—

1st. To call special meetings of the members whenever they deem it necessary, and they shall call a meeting at any time upon the written request of not less than one hundred members of the Association.

2d. To appoint and remove at pleasure all officers, agents and employes of the Association, prescribe their duties, fix their compensation, and may require from them security for faithful service,

3d. To conduct, manage and control the affairs and business of the Association, to exercise all the corporate powers thereof, and to make rules and regulations not inconsistent with the laws of the State of California, or the by-laws of this Association, for the guidance of the officers and for the management of the affairs of the Association.

4th. In addition to the liability of the Association as agents and factors, the Board of Directors shall have power to contract an indebtedness in any sum not exceeding two hundred thousand dollars in the aggregate, and for the purposes of the Association may borrow money not in excess of said sum of two hundred thousand dollars, and may issue any and all notes and bills and other evidences of indebtedness therefor, and may hypothecate and mortgage any of the property of the Association as security for the sums so borrowed. The amount of such indebtedness, the terms and purposes thereof, and a copy of the note or obligation of the Association evidencing the same, shall be entered in the minutes of the proceedings of the Board. All contracts, and security given therefor, shall be signed by the President and the Secretary, and as such shall be binding upon the Association. Any and all indebtedness in excess of two hundred thousand dollars shall be absolutely void as against the Association.

## ARTICLE V.

### Duties of Directors.

It shall be the duty of the Directors—

1st. To cause to be kept a complete record of all their minutes and acts, and of the proceedings of the members, and present a full statement at the regular annual meeting of the members, showing in detail the assets and liabilities of the Association, and generally, the condition of affairs. A like statement, less in detail, shall be presented at any other meeting



of the members on demand of at least one-third ( $\frac{1}{3}$ ) of the members of the Association.

2d. To supervise all officers, agents and employes, and see that their duties are properly performed; to cause to be issued a certificate of membership to each member of the Association; to see that the rights and interests of all members are at all times equal.

3d. The Board of Directors shall select such banks as they deem best suited for depositaries of the funds of this Association, and said banks shall not pay out any money except upon an order or check signed by the President and Secretary.

All banks designated as depositaries by the Board of Directors shall be served with a copy of these by-laws.

4th. To adopt and register a proper trade mark for the Association.

## ARTICLE VI.

### Officers.

The officers of this Association shall be a President, a First Vice-President, a Second Vice-President, and a Secretary.

The Board of Directors, at their first meeting, shall elect from their number the President, the First Vice-President, and the Second Vice-President, who shall hold office at the pleasure of the said Directors.

The compensation of the Directors, and that of all other officers and employes, shall be fixed and determined by the Board of Directors.

## ARTICLE VII.

### President.

If at any time the President and both Vice-Presidents shall be unable, for any reason, to act as President, the Directors shall appoint some

other member of the Board to do so, in whom shall be vested for the time being the duties and functions of the office of President. The duties of the President shall be as follows:

1st. He shall preside over all meetings of the members and of the Directors.

2d. He shall sign, as President, all certificates of membership and all contracts and other instruments in writing which have been first approved by the Board of Directors or by the Executive Committee, and he shall draw all checks upon the funds of the Association.

3d. He shall call the Directors together whenever he deems it necessary, and he shall have, subject to the control of the Directors, direction of the affairs of the Association and generally shall discharge such other duties as may be required of him by the by-laws of the Association.

## ARTICLE VIII.

### Special Meetings of the Directors.

The President, or two of the Directors, may call special meetings of the Directors at any time, and notice thereof shall be given by serving a written or telegraphic or telephonic notice thereof upon each of the Directors; or if personal notice cannot be given to any of the Directors, as above provided, then by leaving a written notice of said meeting at the last known place of business or residence of each Director, or by mailing the same to the last known place of business or residence of each Director at least forty-eight (48) hours before the time of meeting. The notice in either case shall be complete on the mailing of the notice in the United States Post Office, postage prepaid, or, if by telegraph or telephone, upon the delivery of the telegram or telephone message to a telegraph or telephone company. The Secretary, or other person serving

the notice, may adopt that one of said modes of service which in his judgment is most likely to give notice to the Director so to be served. The fact of the service of said notice shall be entered upon the minutes of the Association, and said minutes upon being read and approved at a subsequent meeting of the Board, shall be conclusive upon the question of service.

## ARTICLE IX.

### Secretary.

The Board of Directors shall elect a Secretary who may be either one of their number or a person not connected with the Association, who shall hold office at the pleasure of the Board of Directors, and whose duties shall be as follows:

1st. To keep a record of the proceedings of all meetings of the Board of Directors, of the Executive Committee, and of the members.

2d. He shall keep the corporate seal of the Association, and the books of blank certificates of membership, fill and countersign all certificates issued, and make the corresponding entries in the margin of such books on such issuance, and he shall affix said corporate seal to all papers requiring a seal.

3d. He shall keep a proper transfer book and a membership ledger, in debit and credit form, showing the number of certificates of membership issued, and the date of such issuance.

4th. He shall keep proper books of account of the Association, countersign all checks upon the funds of the Association, and discharge such other duties as pertain to his office, and as are prescribed by the Board of Directors.

5th. He shall serve all notices required either by law or by the by-laws of this Association, and in case of his absence, inability or refusal to do so, such notices may be served by any person whom the



President or acting President of the Association may designate for that purpose.

#### ARTICLE X.

##### **Books and Papers.**

The books, and such papers as may be placed on file by vote of the members or the Directors, shall at all times in business hours be subject to the inspection of the Directors and the members.

#### ARTICLE XI.

##### **Certificates of Membership.**

Certificates of membership shall be of such form and device as the Directors may designate. Each certificate shall be signed by the President and countersigned by the Secretary, and express on its face its number, date of issuance, and the name of the person to whom it is issued. The certificate book shall contain a margin, on which shall be entered the number of the certificate, the date of its issuance, and the name of the person to whom issued. No member shall hold, under any circumstances, more than one certificate of membership.

#### ARTICLE XII.

No certificate of membership can be assigned so that the transferee thereof can by such transfer become a member of the Association, except by a resolution of the Board of Directors of the Association accepting such transfer; but by the consent of the Board of Directors by a resolution duly adopted, any certificate of membership may be transferred, so that the transferee may become a member in lieu of such former holder thereof. No certificate shall be accepted by the Secretary and cancelled before a new certificate of membership is issued in lieu thereof

under a resolution of the Board, duly adopted, consenting to such transfer; but upon such transfer being made, and the consent of the Directors being obtained, the Secretary shall, upon the request of the transferee, cancel the old certificate and issue a new one in lieu thereof, and shall preserve the certificate so canceled as a voucher. If, however, a certificate shall be lost or destroyed, the Board of Directors may order a new certificate issued upon such guarantee by the parties claiming the same, as the Board may deem satisfactory.

## ARTICLE XIII.

### Meetings.

The first annual meeting of the members after organization shall be held in the City of San Francisco on the first Wednesday in April, 1903, and annually thereafter, in said city, at the hour of 10 a. m. of said day, at some hall or other place of meeting to be designated by a resolution of the Board of Directors and stated in the notice calling the meeting, and shall be called by a notice printed in one or more newspapers printed and published in the City of San Francisco, as the Board of Directors may direct, for at least ten (10) days next preceding the day of meeting, or by a notice by the President mailed to each member personally, by enclosing the same in a secure envelope, postage thereon prepaid, and addressed to the last known residence of each member, and deposited in the Post Office at San Francisco, at least ten (10) days next preceding the day of meeting. Special meetings of the members may be called in like manner, after ten (10) days notice thereof given in either of the modes aforesaid. No meeting of the members shall be competent to transact business unless a majority of the entire membership is represented either in person or by

proxy, except to adjourn from day to day, or until such time as may be deemed proper. At such annual meeting of the members Directors for the ensuing year shall be elected by ballot, as hereinbefore provided, to serve for one year, and until their successors are elected. If, however, for want of a quorum or other cause, a members' meeting shall not be held on the day above named, or should the members fail to complete their election, or such other business as may be presented for their consideration, those present may adjourn from day to day until the same shall be accomplished. At every election held in pursuance of the by-laws, each member shall be entitled to cast but one (1) vote, and such voting shall not be in any manner cumulative.

Each member may vote in person, by proxy or by ballot forwarded by mail, and in voting by mail he must enclose his ballot in an envelope duly sealed, which envelope shall be enclosed in another envelope addressed to the Secretary at San Francisco, with a memorandum stating that such enclosed envelope contains the ballot of the party so voting. The Secretary shall thereupon deposit such ballot in the box sealed, and enter in the poll list the name of the voter, and such ballot shall be opened and counted as other ballots.

Regular meetings of the Board of Directors of this Association shall be held in the City of San Francisco on the first Thursdays of April and October of each year, at the hour of 10 a. m. of said day, and the Directors may also establish from time to time, as may be desired, other days and times for meetings of the Directors as the necessities of the Association may require; and when entered upon the minutes of said Association shall be considered the regular days for the meetings of the Directors of this Association to the same purpose and extent as if herein specifically stated. The days of the meeting may be changed from time to time by like resolution



duly adopted by the Directors and entered upon their minutes. No notice need be given of the meetings of the Directors, as established by these by-laws, but a copy of any resolution calling other meetings of the Directors shall be sent immediately upon adoption to each Director.

At the meeting of the Board of Directors held in October of each year, the grain growing counties of the State in which members of this Association reside shall be divided into eleven districts. Each district shall contain as nearly as practicable one-eleventh of all the members of the Association.

A meeting of the members of each district shall be called by the President for the first Wednesday in March of each year for the purpose of nominating a Director, to be voted for at the following annual meeting. The place and time of each meeting shall be designated in the notice issued by the President.

The name and address of the candidate selected in each district shall be forwarded to the President within three days from the date of the meeting as named above.

The eleven names thus secured shall be the candidates for Directors of the Association for the following year.

The notice of the annual meeting shall within ten days after the date of the Nominating Convention be mailed by the Secretary to each member, which notice shall state the list of candidates nominated, and shall also contain a copy of the section of the by-laws showing how voting can be made through the mail.

#### ARTICLE XIV.

##### Qualification of Membership.

No person shall be eligible to membership in this Association unless he shall have paid the membership fee of Five Dollars, and is the owner, or tenant of the owner, of land which produces either wheat or barley, or both, and as such is the owner or is en-

titled to the possession of an interest in such grain. All persons above the age of eighteen (18) years, regardless of sex, and any and all co-partnerships, associations and incorporations shall be eligible to membership if otherwise qualified as herein provided. If at any time any person who is a member shall cease to possess the qualifications necessary to entitle him to become a member of this Association, the Board of Directors, upon notification thereof, may, by resolution duly adopted, cancel the certificate of membership of such person, and thereupon he shall cease to be a member; notification of such resolution to be forthwith sent to such member by the Secretary of the Association, enclosed in an envelope, postage prepaid, and addressed to the member's last known residence or place of business, and deposited in the Post Office at San Francisco. The Board of Directors shall have the power, upon application and petition of any person who shall by resolution have been declared to be no longer a member of this Association, to rescind, change or modify any such resolution and reinstate such member.

#### ARTICLE XV.

##### **Appraisal of Interest in Membership.**

Upon a resolution being duly passed by the Board of Directors hereof, canceling any membership as hereinbefore provided, any member so expelled, and whose certificate shall have been canceled, shall have the right to have the Board of Directors appraise his interest in the Association in either money, property or labor, as the Directors shall deem best, and to have the money, property or labor so awarded him paid, or delivered, or performed, within forty (40) days after expulsion; and the Board of Directors shall upon application therefor, appraise the expelled member's interest as hereinbefore provided, and shall thereupon pay or deliver to the expelled member the money, property or labor so awarded him.

In case of the death of a member, if his legal representative does not desire to succeed to his membership, the interest of such deceased member shall be ascertained and paid to his legal representative in the same manner.

#### ARTICLE XVI.

##### **Bonds.**

Bonds may be required at the discretion of the Board of Directors, of such officers and employes of the Association and in such amounts and containing such provisions as the Board may prescribe. All bonds shall be executed by the principal, with sufficient sureties, approved by the President of the Association, and shall be thereupon filed where designated by the Directors; provided, that any bond that may be required of the President shall be approved by the Board of Directors.

#### ARTICLE XVII.

##### **Executive Committee.**

The Board of Directors shall appoint from their number an Executive Committee consisting of three members, which shall include the President of the Association. The President shall be ex-officio Chairman of said Committee, which Committee shall have the power to transact such business as the Board of Directors may, by resolution, from time to time, entrust to it, under such restrictions and regulations as the said Board may prescribe; and all such business transacted by said Executive Committee shall be reported to the Board of Directors at their next regular meeting. A majority of the Executive Committee shall have power to act. Meetings of the Committee shall be held from time to time, as the necessities of the Association may require, without any formal notice being given, but sufficient notice shall be given to each member of



the Committee to be present at the time and place appointed for the meeting, to enable him to attend. The Secretary shall attend all meetings of the Executive Committee, and keep minutes of the proceedings and of the business transacted. The fact of notice having been given as hereby required to each member of the Executive Committee, entered upon such minutes, shall be conclusive evidence that due notice of the meeting was given.

#### ARTICLE XVIII.

##### Amendments.

These by-laws may be amended or modified by the vote of a majority of all the members after notice of the proposed amendment shall be given and a meeting called in accordance with the provisions of Article thirteen. To the notice of such meeting there shall be attached a copy of the proposed amendment or amendments.

#### ARTICLE XIX.

##### Division of Profits.

Profits of the Association shall be divided among the members thereof at such a time and in such manner as the Board of Directors may deem best, and whenever such profits shall, in the opinion of the Board of Directors, warrant a division of the same.

#### ARTICLE XX.

##### Corporate Seal.

The Association shall have a common seal, consisting of a circle, having on its circumference the words, **California Grain Growers Association, Incorporated** March 19, 1902.





